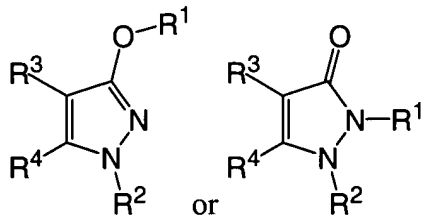
Amendments to the Claims:

This listing of claims will replace all prior versions, and listings, of claims in the application:

Claim 1. (original): A compound of formula



or a pharmaceutically acceptable salt thereof, wherein

R^1 is H or C_{1-8}alkyl;

R^2 is C_{1-8}alkyl, phenyl, benzyl, R^c, R^f, C_{1-4}alkylR^c, C_{1-4}alkylR^f or R^g;

R^3 is phenyl, naphthyl, or a saturated or unsaturated 5- or 6-membered ring heterocycle containing 1-4 heteroatoms selected from N, O and S, wherein no more than 2 of the heteroatoms are O or S, and the heterocycle is substituted by 0, 1 or 2 oxo groups and is optionally fused with a benzo group, any of which are substituted by 0, 1, 2 or 3 substituents selected from C_{1-8}alkyl, C_{1-4}haloalkyl, halo, cyano, nitro, -C(=O)R^b, -C(=O)OR^b, -C(=O)N$R^a$$R^a$, -C(=N$R^a$)N$R^a$$R^a$, -O$R^a$, -OC(=O)$R^b$, -OC(=O)N$R^a$$R^a$, -OC(=O)N($R^a$)S(=O)$_2$$R^b$, -O$C_{2-6}$alkylN$R^a$$R^a$, -O$C_{2-6}$alkylO$R^a$, -S$R^a$, -S(=O)$R^b$, -S(=O)$_2$$R^b$, -S(=O)$_2NR^a$$R^a$, -S(=O)$_2$N($R^a$)C(=O)$R^b$, -S(=O)$_2$N($R^a$)C(=O)O$R^b$, -S(=O)$_2$N($R^a$)C(=O)N$R^a$$R^a$, -N$R^a$$R^a$, -N($R^a$)C(=O)$R^b$, -N($R^a$)C(=O)O$R^b$, -N($R^a$)C(=O)N$R^a$$R^a$, -N($R^a$)C(=N$R^a$)N$R^a$$R^a$, -N($R^a$)S(=O)$_2$$R^b$, -N($R^a$)S(=O)$_2NR^a$$R^a$, -N$R^a$$C_{2-6}$alkylN$R^a$$R^a$ and -N$R^a$$C_{2-6}$alkylO$R^a$;

R^4 is phenyl, naphthyl, or a saturated or unsaturated 5- or 6-membered ring heterocycle containing 1-4 heteroatoms selected from N, O and S, wherein no more than 2 of the heteroatoms are O or S, and the heterocycle is substituted by 0, 1 or 2 oxo groups and is optionally fused with a benzo group, any of which are substituted by 0, 1, 2 or 3 substituents selected from C_{1-8}alkyl, C_{1-4}haloalkyl, halo, cyano, nitro, -C(=O)R^b, -C(=O)OR^b, -C(=O)N$R^a$$R^a$, -C(=N$R^a$)N$R^a$$R^a$, -O$R^a$, -OC(=O)$R^b$, -OC(=O)N$R^a$$R^a$, -OC(=O)N($R^a$)S(=O)$_2$$R^b$, -O$C_{2-6}$alkylN$R^a$$R^a$, -O$C_{2-6}$alkylO$R^a$, -S$R^a$, -S(=O)$R^b$, -S(=O)$_2$$R^b$, -S(=O)$_2NR^a$$R^a$, -S(=O)$_2$N($R^a$)C(=O)$R^b$, -S(=O)$_2$N($R^a$)C(=O)O$R^b$, -S(=O)$_2$N($R^a$)C(=O)N$R^a$$R^a$, -N$R^a$$R^a$, -N($R^a$)C(=O)$R^b$, -N($R^a$)C(=O)O$R^b$, -N($R^a$)C(=O)N$R^a$$R^a$,

$-N(R^a)C(=NR^a)NR^aR^a$, $-N(R^a)S(=O)_2R^b$, $-N(R^a)S(=O)_2NR^aR^a$, $-NR^aC_{2-6}alkylNR^aR^a$ and $-NR^aC_{2-6}alkylOR^a$;

R^a is independently at each instance H or R^b;

R^b is independently at each instance C_{1-8}alkyl, phenyl or benzyl;

R^c is independently at each instance a saturated or unsaturated 5-, 6- or 7-membered monocyclic or 6-, 7-, 8-, 9-, 10- or 11-membered bicyclic ring containing 1, 2 or 3 atoms selected from N, O and S, wherein the ring is fused with 0 or 1 benzo groups and 0 or 1 saturated or unsaturated 5-, 6- or 7-membered heterocyclic ring containing 1, 2 or 3 atoms selected from N, O and S; wherein the carbon atoms of the ring are substituted by 0, 1 or 2 oxo groups;

R^d is independently at each instance C_{1-8}alkyl, C_{1-4}haloalkyl, halo, cyano, nitro, $-C(=O)R^b$, $-C(=O)OR^b$, $-C(=O)NR^aR^a$, $-C(=NR^a)NR^aR^a$, $-OR^a$, $-OC(=O)R^b$, $-OC(=O)NR^aR^a$, $-OC(=O)N(R^a)S(=O)_2R^b$, $-OC_{2-6}alkylNR^aR^a$, $-OC_{2-6}alkylOR^a$, $-SR^a$, $-S(=O)R^b$, $-S(=O)_2R^b$, $-S(=O)_2NR^aR^a$, $-S(=O)_2N(R^a)C(=O)R^b$, $-S(=O)_2N(R^a)C(=O)OR^b$, $-S(=O)_2N(R^a)C(=O)NR^aR^a$, $-NR^aR^a$, $-N(R^a)C(=O)R^b$, $-N(R^a)C(=O)OR^b$, $-N(R^a)C(=O)NR^aR^a$, $-N(R^a)C(=NR^a)NR^aR^a$, $-N(R^a)S(=O)_2R^b$, $-N(R^a)S(=O)_2NR^aR^a$, $-NR^aC_{2-6}alkylNR^aR^a$ or $-NR^aC_{2-6}alkylOR^a$;

R^e is independently at each instance C_{1-6}alkyl substituted by 1, 2 or 3 substituents independently selected from R^d;

R^f is independently at each instance R^c substituted by 1, 2 or 3 substituents independently selected from R^d; and

R^g is independently at each instance R^b substituted by 1, 2 or 3 substituents independently selected from R^c, R^f and R^d.

Claim 2. (original): The compound of Claim 1 or a pharmaceutically acceptable salt thereof, wherein R^1 is H.

Claim 3. (original): The compound of Claim 1 or a pharmaceutically acceptable salt thereof, wherein R^1 is C_{1-8}alkyl.

Claim 4. (original): The compound of Claim 1 or a pharmaceutically acceptable salt thereof, wherein R^2 is R^c, R^f, $C_{1-4}alkylR^c$, $C_{1-4}alkylR^f$ or R^g.

Claim 5. (original): The compound of Claim 1 or a pharmaceutically acceptable salt thereof, wherein R^2 is C_{1-8}alkyl, phenyl or benzyl.

Claim 6. (original): The compound of Claim 1 or a pharmaceutically acceptable salt thereof, wherein R^3 is phenyl or naphthyl both of which are substituted by 0, 1, 2 or 3 substituents selected from C_{1-8}alkyl, C_{1-4}haloalkyl, halo, cyano, nitro, $-C(=O)R^b$, $-C(=O)OR^b$, $-C(=O)NR^aR^a$, $-C(=NR^a)NR^aR^a$, $-OR^a$, $-OC(=O)R^b$, $-OC(=O)NR^aR^a$, $-OC(=O)N(R^a)S(=O)_2R^b$, $-OC_{2-6}$alkylNR$^aR^a$, $-OC_{2-6}$alkylOR^a, $-SR^a$, $-S(=O)R^b$, $-S(=O)_2R^b$, $-S(=O)_2NR^aR^a$, $-S(=O)_2N(R^a)C(=O)R^b$, $-S(=O)_2N(R^a)C(=O)OR^b$, $-S(=O)_2N(R^a)C(=O)NR^aR^a$, $-NR^aR^a$, $-N(R^a)C(=O)R^b$, $-N(R^a)C(=O)OR^b$, $-N(R^a)C(=O)NR^aR^a$, $-N(R^a)C(=NR^a)NR^aR^a$, $-N(R^a)S(=O)_2R^b$, $-N(R^a)S(=O)_2NR^aR^a$, $-NR^aC_{2-6}$alkylNR$^aR^a$ and $-NR^aC_{2-6}$alkylOR^a.

Claim 7. (original): The compound of Claim 1 or a pharmaceutically acceptable salt thereof, wherein R^3 is unsubstituted naphthyl or phenyl substituted by 1, 2 or 3 substituents selected from C_{1-8}alkyl, C_{1-4}haloalkyl, halo, cyano, nitro, $-C(=O)R^b$, $-C(=O)OR^b$, $-C(=O)NR^aR^a$, $-C(=NR^a)NR^aR^a$, $-OR^a$, $-OC(=O)R^b$, $-OC(=O)NR^aR^a$, $-OC(=O)N(R^a)S(=O)_2R^b$, $-OC_{2-6}$alkylNR$^aR^a$, $-OC_{2-6}$alkylOR^a, $-SR^a$, $-S(=O)R^b$, $-S(=O)_2R^b$, $-S(=O)_2NR^aR^a$, $-S(=O)_2N(R^a)C(=O)R^b$, $-S(=O)_2N(R^a)C(=O)OR^b$, $-S(=O)_2N(R^a)C(=O)NR^aR^a$, $-NR^aR^a$, $-N(R^a)C(=O)R^b$, $-N(R^a)C(=O)OR^b$, $-N(R^a)C(=O)NR^aR^a$, $-N(R^a)C(=NR^a)NR^aR^a$, $-N(R^a)S(=O)_2R^b$, $-N(R^a)S(=O)_2NR^aR^a$, $-NR^aC_{2-6}$alkylNR$^aR^a$ and $-NR^aC_{2-6}$alkylOR^a.

Claim 8. (original): The compound of Claim 1 or a pharmaceutically acceptable salt thereof, wherein R^3 is a saturated or unsaturated 5- or 6-membered ring heterocycle containing 1-4 heteroatoms selected from N, O and S, wherein no more than 2 of the heteroatoms are O or S, and the heterocycle is substituted by 0, 1 or 2 oxo groups and is optionally fused with a benzo group, any of which are substituted by 0, 1, 2 or 3 C_{1-8}alkyl, C_{1-4}haloalkyl, halo, cyano, nitro, $-C(=O)R^b$, $-C(=O)OR^b$, $-C(=O)NR^aR^a$, $-C(=NR^a)NR^aR^a$, $-OR^a$, $-OC(=O)R^b$, $-OC(=O)NR^aR^a$, $-OC(=O)N(R^a)S(=O)_2R^b$, $-OC_{2-6}$alkylNR$^aR^a$, $-OC_{2-6}$alkylOR^a, $-SR^a$, $-S(=O)R^b$, $-S(=O)_2R^b$, $-S(=O)_2NR^aR^a$, $-S(=O)_2N(R^a)C(=O)R^b$, $-S(=O)_2N(R^a)C(=O)OR^b$, $-S(=O)_2N(R^a)C(=O)NR^aR^a$, $-NR^aR^a$, $-N(R^a)C(=O)R^b$, $-N(R^a)C(=O)OR^b$, $-N(R^a)C(=O)NR^aR^a$, $-N(R^a)C(=NR^a)NR^aR^a$, $-N(R^a)S(=O)_2R^b$, $-N(R^a)S(=O)_2NR^aR^a$, $-NR^aC_{2-6}$alkylNR$^aR^a$ or $-NR^aC_{2-6}$alkylOR^a.

Claim 9. (original): The compound of Claim 1 or a pharmaceutically acceptable salt thereof, wherein R^4 is a saturated or unsaturated 5- or 6-membered ring heterocycle containing 1-4 heteroatoms selected from N, O and S, wherein no more than 2 of the heteroatoms are O or S, and the heterocycle is substituted by 0, 1 or 2 oxo groups and is optionally fused with a benzo group, any of which are substituted by 0, 1, 2 or 3 substituents selected from C_{1-8}alkyl, C_{1-4}haloalkyl, halo, cyano, nitro, $-C(=O)R^b$, $-C(=O)OR^b$, $-C(=O)NR^aR^a$, $-C(=NR^a)NR^aR^a$, $-OR^a$, $-OC(=O)R^b$, $-OC(=O)NR^aR^a$, $-OC(=O)N(R^a)S(=O)_2R^b$, $-OC_{2-6}$alkylNR$^aR^a$, $-OC_{2-6}$alkylOR^a, $-SR^a$, $-S(=O)R^b$, $-S(=O)_2R^b$, $-S(=O)_2NR^aR^a$, $-S(=O)_2N(R^a)C(=O)R^b$, $-S(=O)_2N(R^a)C(=O)OR^b$, $-S(=O)_2N(R^a)C(=O)NR^aR^a$, $-NR^aR^a$, $-N(R^a)C(=O)R^b$, $-N(R^a)C(=O)OR^b$, $-N(R^a)C(=O)NR^aR^a$, $-N(R^a)C(=NR^a)NR^aR^a$, $-N(R^a)S(=O)_2R^b$, $-N(R^a)S(=O)_2NR^aR^a$, $-NR^aC_{2-6}$alkylNR$^aR^a$ and $-NR^aC_{2-6}$alkylOR^a.

Claim 10. (original): The compound of Claim 1 or a pharmaceutically acceptable salt thereof, wherein R^4 is phenyl or naphthyl, both of which are substituted by 0, 1, 2 or 3 substituents selected from C_{1-8}alkyl, C_{1-4}haloalkyl, halo, cyano, nitro, $-C(=O)R^b$, $-C(=O)OR^b$, $-C(=O)NR^aR^a$, $-C(=NR^a)NR^aR^a$, $-OR^a$, $-OC(=O)R^b$, $-OC(=O)NR^aR^a$, $-OC(=O)N(R^a)S(=O)_2R^b$, $-OC_{2-6}$alkylNR$^aR^a$, $-OC_{2-6}$alkylOR^a, $-SR^a$, $-S(=O)R^b$, $-S(=O)_2R^b$, $-S(=O)_2NR^aR^a$, $-S(=O)_2N(R^a)C(=O)R^b$, $-S(=O)_2N(R^a)C(=O)OR^b$, $-S(=O)_2N(R^a)C(=O)NR^aR^a$, $-NR^aR^a$, $-N(R^a)C(=O)R^b$, $-N(R^a)C(=O)OR^b$, $-N(R^a)C(=O)NR^aR^a$, $-N(R^a)C(=NR^a)NR^aR^a$, $-N(R^a)S(=O)_2R^b$, $-N(R^a)S(=O)_2NR^aR^a$, $-NR^aC_{2-6}$alkylNR$^aR^a$ and $-NR^aC_{2-6}$alkylOR^a.

Claim 11. (original): The compound of Claim 1 or a pharmaceutically acceptable salt thereof, wherein R^4 is pyridine or pyrimidine, both of which are substituted by 0, 1, 2 or 3 substituents selected from C_{1-8}alkyl, C_{1-4}haloalkyl, halo, cyano, nitro, $-C(=O)R^b$, $-C(=O)OR^b$, $-C(=O)NR^aR^a$, $-C(=NR^a)NR^aR^a$, $-OR^a$, $-OC(=O)R^b$, $-OC(=O)NR^aR^a$, $-OC(=O)N(R^a)S(=O)_2R^b$, $-OC_{2-6}$alkylNR$^aR^a$, $-OC_{2-6}$alkylOR^a, $-SR^a$, $-S(=O)R^b$, $-S(=O)_2R^b$, $-S(=O)_2NR^aR^a$, $-S(=O)_2N(R^a)C(=O)R^b$, $-S(=O)_2N(R^a)C(=O)OR^b$, $-S(=O)_2N(R^a)C(=O)NR^aR^a$, $-NR^aR^a$, $-N(R^a)C(=O)R^b$, $-N(R^a)C(=O)OR^b$, $-N(R^a)C(=O)NR^aR^a$, $-N(R^a)C(=NR^a)NR^aR^a$, $-N(R^a)S(=O)_2R^b$, $-N(R^a)S(=O)_2NR^aR^a$, $-NR^aC_{2-6}$alkylNR$^aR^a$ and $-NR^aC_{2-6}$alkylOR^a.

Claim 12. (original): The compound of Claim 1 or a pharmaceutically acceptable salt thereof, provided that R^4 is not pyridine or phenyl.

Claim 13. (original): The compound of Claim 1 or a pharmaceutically acceptable salt thereof, wherein the compound is:
4-(4-chloro-phenyl)-5-pyridin-4-yl-1,2-dihydro-pyrazol-3-one;
4-(4-chloro-phenyl)-1-piperidin-4-yl-5-pyridin-4-yl-1,2-dihydro-pyrazol-3-one;
4-(4-chloro-phenyl)-1-piperidin-3-yl-5-pyridin-4-yl-1,2-dihydro-pyrazol-3-one;
4-(4-chloro-phenyl)-1-piperidin-4-ylmethyl-5-pyridin-4-yl-1,2-dihydro-pyrazol-3-one;
4-(4-chloro-phenyl)-1-methyl-5-pyridin-4-yl-1,2-dihydro-pyrazol-3-one;
4-(3, 4-dichlorophenyl)-1-piperidin-4-yl-5-pyridin-4-yl-1,2-dihydro-pyrazol-3-one;
4-(4-chlorophenyl)-1-(1-methyl-piperidin-4-yl)-5-pyridin-4-yl-1,2-dihydro-pyrazol-3-one;
4-(4-chlorophenyl)-1-(1-methyl-piperidin-3-yl)-5-pyridin-4-yl-1,2-dihydro-pyrazol-3-one;
4-(4-chlorophenyl)-1-(1-isopropyl-piperidin-4-yl)-5-pyridin-4-yl-1,2-dihydro-pyrazol-3-one;
4-[4-(4-chlorophenyl)-3-methoxy-5-pyridin-4-yl-pyrazol-1-yl]-piperidine;
4-(3,4-dichloro-phenyl)-5-pyridin-4-yl-1,2-dihydro-pyrazol-3-one;
4-(3,4-dichloro-phenyl)-1-isopropyl-5-pyridin-4-yl-1,2-dihydro-pyrazol-3-one;
4-(3,4-dichloro-phenyl)-1-isopropyl-2-methyl-5-pyridin-4-yl-1,2-dihydro-pyrazol-3-one;
4-(3,4-dichloro-phenyl)-2-methyl-5-pyridin-4-yl-1-pyridin-3-ylmethyl-1,2-dihydro-pyrazol-3-one;
1-cyclohexylmethyl-4-(3,4-dichloro-phenyl)-2-methyl-5-pyridin-4-yl-1,2-dihydro-pyrazol-3-one;
1-(4-aminocyclohexyl)-4-(4-chlorophenyl)-5-pyridin-4-yl-1,2-dihydropyrazol-3-one;
1-(4-aminocyclohexyl)-4-napthalen-2-yl-5-pyridin-4-yl-1,2-dihydropyrazol-3-one; or
4-naphthalen-2-yl-1-(3-phenylpropyl)-5-pyridin-4-1,2-dihydropyrazol-3-one.

Claim 14. (original): A pharmaceutical composition comprising a compound according to Claim 1 and a pharmaceutically acceptable carrier or diluent.

Claims 15-22 (cancelled)

Claim 23. (original): A method of making a compound according to Claim 1, comprising the steps of:

reacting R^3-CO_2H with R^4-C(=O)H in the presence of trialkylamine and acetic anhydride;

protecting the resulting acid with a protecting group; and

reacting the protected acid with hydrazine to form